

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re : **Chapter 11 Case No.**
: **09-50026 (REG)**
MOTORS LIQUIDATION COMPANY, et al., :
f/k/a **General Motors Corp., et al.** :
Debtors. : **(Jointly Administered)**
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ORDER GRANTING DEBTORS' 214TH OMNIBUS OBJECTION TO CLAIMS
(Administrative Proofs of Claim for Equity Interests)

Upon the 214th omnibus objection, dated February 24, 2011 (the “**214th Omnibus Objection**”),¹ of Motors Liquidation Company (f/k/a General Motors Corporation) and its affiliated debtors, as debtors in possession (collectively, the “**Debtors**”), filed pursuant to section 502(b) of title 11, United States Code (the “**Bankruptcy Code**”) and Rule 3007(d) of the Federal Rules of Bankruptcy Procedure, seeking entry of an order disallowing and reclassifying Equity Administrative Proofs of Claim as equity interests, all as more fully described in the 214th Omnibus Objection; and due and proper notice of the 214th Omnibus Objection having been provided, and it appearing that no other or further notice need be provided; and the Court having found and determined that the relief sought in the 214th Omnibus Objection is in the best interests of the Debtors, their estates, creditors, and all parties in interest and that the legal and factual bases set forth in the 214th Omnibus Objection establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is hereby

¹ Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the 214th Omnibus Objection.

ORDERED that the relief requested in the 214th Omnibus Objection is granted to the extent provided herein; and it is further

ORDERED that, pursuant to section 502(b) of the Bankruptcy Code, the Equity Administrative Expense Proofs of Claim listed on Exhibit "A" annexed to hereto (the "**Order Exhibit**"), under the heading "*Claims to Reclassify*," are disallowed and reclassified as equity interests; and it is further

ORDERED that, if applicable, the 214th Omnibus Objection to Claims is adjourned with respect to the claims listed on the Order Exhibit annexed hereto under the heading "*Objection Adjourned*" to the date indicated on the Order Exhibit, subject to further adjournments (such actual hearing date, the "**Adjourned Hearing Date**") (the "**Adjourned Claims**"), and the Debtors' response deadline with respect to the Adjourned Claims shall be 12:00 noon (prevailing Eastern Time) on the date that is three (3) business days before the Adjourned Hearing Date; and it is further

ORDERED that, if applicable, the 214th Omnibus Objection to Claims is withdrawn with respect to the claims listed on the Order Exhibit annexed hereto under the heading "*Objection Withdrawn*"; and it is further

ORDERED that, if applicable, the 214th Omnibus Objection to Claims is withdrawn with respect to the claims listed on the Order Exhibit annexed hereto under the heading "*Claim Withdrawn*" as those claims have been withdrawn by the corresponding claimant; and it is further

ORDERED that this Order has no res judicata, estoppel, or other effect on the validity, allowance, or disallowance of, and all rights to object on any basis are expressly reserved with respect to, any claims listed on Exhibit "A" annexed to the 214th Omnibus Objection that are

not disallowed pursuant to this Order, and any of the claims for equity interests that are reclassified as equity interests; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: **March 31, 2011**
New York, New York

s/ Robert E. Gerber
United States Bankruptcy Judge